

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	<b>Chapter 11</b>
	)	
<b>W. R. GRACE &amp; CO., <u>et al.</u></b>	)	<b>Case No. 01-01139 (JKF)</b>
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	
	)	<b>Docket Nos. 21544 and 22374</b>
	)	<b>Hearing Date: July 27, 2009</b>
	)	

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
AND BANK LENDER GROUP'S JOINT INFORMATION  
REQUEST CONCERNING SECTION 1129 SOLVENCY ISSUES**

The Official Committee of Unsecured Creditors (the “Committee”) of W.R. Grace & Co. *et al.* (the “Debtors”), and certain lenders under the Prepetition Credit Facilities (the “Bank Lender Group”<sup>1</sup>), by their respective undersigned counsel, in compliance with the direction of the Court at the hearing held on June 22 and 23, 2009, and the Order Regarding Further Matters Related To The Phase I Confirmation Hearing With Respect To Class 9 Impairment, entered by the Court on July 9, 2009 [Docket No. 22374], hereby identify the following information that they request be provided by the Debtors and their co-Plan Proponents concerning the issue of the Debtors’ solvency, as implicated by the Committee’s and Bank Lender Group’s respective objections to confirmation pursuant to 11 U.S.C § 1129.

As stated by Committee counsel during the hearing on June 22, 2009, the Committee and Bank Lender Group's proof of solvency will be comprised of the

<sup>1</sup> The Bank Lender Group includes: (i) Anchorage Advisors, LLC; (ii) Avenue Capital Group; (iii) Babson Capital Management LLC; (iv) Bass Companies; (v) Caspian Capital Advisors, LLC; (vi) Catalyst Investment Management Co., LLC; (vii) Cetus Capital, LLC, (viii) DE Shaw Laminar Portfolios, LLC; (ix) Goldman Sachs & Co. (as ex officio member); (x) Halcyon Asset Management LLC; (xi) Intermarket Corp.; (xii) JP Morgan Chase, N.A. Credit Trading Group; (xiii) Loeb Partners Corporation; (xiv) MSD Capital L.P.; (xv) Normandy Hill Capital, L.P.; (xvi) Onex Debit Opportunity Fund Ltd.; (xvii) P. Schoenfeld Asset Management, LLC; (xviii) Restoration Capital Management, LLC; and (xix) Royal Bank of Scotland, PLC.

financial information contained in the Plan and Disclosure Statement (including in particular the information contained in Exhibit 12 to the Plan), as it may be amended or supplemented in connection with the “Phase II” confirmation hearing. In addition, the Committee and Bank Lender Group will rely upon and adopt *in toto* the Debtors’ completed direct case from the asbestos personal injury estimation proceedings held on various days between January 14, 2008 and April 1, 2008.

The following information is requested by the Committee and Bank Lender Group in regard to such solvency issues. First, with respect to the Plan’s financial information:

1. The work papers and underlying back-up data relied upon to prepare the Condensed Consolidated Balance Sheets As Reported and Projected (as of December 31, 2009), which comprises the last page of Exhibit 12 to the Plan (as revised).
2. To the extent not otherwise provided under item 1, for each balance sheet account category indicated on the Condensed Consolidated Balance Sheets As Reported and Projected:
  - a. a list of each sub-account along with related balances totaling to the line items set forth in the Condensed Consolidated Balance Sheets;
  - b. any assumptions underlying each such sub-account;
  - c. data demonstrating whether each line-item will be settled in cash (prepaid asset funded with cash, accrual or other cash liability) as opposed to a balance sheet adjustment account (e.g., Deferred Tax Asset or Liability account or reserve account)
  - d. the projected claims analyses relating to the Condensed Consolidated Balance Sheets. For such claims analysis, please provide information (i) breaking out principal from interest totaling the amounts provided in the line-items of the Condensed Consolidated Balance Sheets; (ii) as to the expected timing for the settlement of such claims (at a minimum, whether settlement of such claims are to be made within 12 months or beyond 12 months); and (iii) regarding long term claim amounts, the breakdown between amounts due within one year versus amounts due beyond one year.

Second, the Committee and Bank Lender Group request that the Debtors provide a list (which presumably already exists) of all exhibits actually admitted into evidence during the Debtors' personal injury asbestos estimation case, and copies of such exhibits. We request that information so that the Court may be easily informed of the specific items upon which the Committee and Bank Lender Group are relying in that regard.

The Committee and Bank Lender Group reserve the right to seek discovery and additional information from the Debtors and other Plan Proponents in connection with their response to this submission due July 24, 2009 and to the Plan Proponents' trial brief due August 7, 2009.

Dated: July 10, 2009

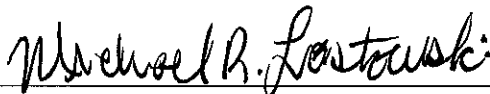
Respectfully submitted,

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